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## **China Suntien Green Energy Corporation Limited\***

## **新天綠色能源股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 00956)

### **ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING AND DISTRIBUTION OF FINAL DIVIDEND**

The board of directors (the “**Board**”) of China Suntien Green Energy Corporation Limited (the “**Company**”) announces the poll results in respect of the resolutions proposed at the annual general meeting held on Monday, 4 June 2012 (the “**AGM**”). All resolutions were duly passed.

Final dividend of the Company for the year ended 31 December 2011 will be distributed on 29, June 2012.

#### **I. VOTING RESULTS AT THE ANNUAL GENERAL MEETING HELD ON 4 JUNE 2012**

The AGM was held on Monday, 4 June 2012 at 9:00 a.m. at the Conference Room, 5/F, Ambassador Hotel, Shijiaxhuang City, Hebei Province, the People's Republic of China (the “**PRC**”).

As at the date of the AGM, there were an aggregate of 3,238,435,000 shares, comprising 1,876,156,000 domestic shares and 1,362,279,000 H shares, representing 100% of the total issued share capital of the Company, entitling their holders to attend and vote for or against the resolutions considered at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no shareholders of the Company were required under the Listing Rules to abstain from voting at the AGM. The shareholders and authorized proxies holding an aggregate of 2,199,471,622 shares, representing 67.92% of the total voting shares of the Company were present at the AGM. The meeting was convened in accordance with the requirements of the Company Law of the PRC

and the Articles of Association of the Company. The AGM was chaired by Dr. Li Lianping, President of the Company.

The poll results in respect of the resolutions proposed at the AGM are as follows:

| Resolutions              |  | For                 |   | Against             |   | Attending and Voting |
|--------------------------|--|---------------------|---|---------------------|---|----------------------|
|                          |  | No. of shares voted | Percentage of total No. of shares voted (%) | No. of shares voted | Percentage of total No. of shares voted (%) | No. of shares        |
| As ordinary resolutions: |  |                     |   |                     |   |                      |
| 1                        | To consider and approve the report of the Board of the Company for year 2011.  | 2,196,498,622       | 100%  | 0                   | 0%  | 2,196,498,622        |
|                          | The resolution was duly passed as an ordinary resolution.  |                     |   |                     |   |                      |
| 2                        | To consider and approve the report of the board of supervisors of the Company for year 2011.   | 2,196,497,622       | 100%  | 0                   | 0%  | 2,196,497,622        |
|                          | The resolution was duly passed as an ordinary resolution.  |                     |   |                     |   |                      |
| 3                        | To consider and approve the final accounts of the Company for the year ended 31 December 2011.   | 2,196,498,622       | 100%  | 0                   | 0%  | 2,196,498,622        |
|                          | The resolution was duly passed as an ordinary resolution.  |                     |   |                     |   |                      |
| 4                        | To consider and approve the audited financial statements of the Company and the auditor’s report of the Company for the year ended 31 December 2011. | 2,196,498,622       | 100%  | 0                   | 0%  | 2,196,498,622        |
|                          | The resolution was duly passed as an ordinary resolution.  |                     |   |                     |   |                      |
| 5                        | To consider and approve the profit distribution plan of the Company for the year ended 31 December 2011.   | 2,199,465,622       | 100%  | 0                   | 0%  | 2,199,465,622        |
|                          | The resolution was duly passed as an ordinary resolution.  |                     |   |                     |   |                      |

|   |  |               |          |             |          |               |
|---|--|---------------|----------|-------------|----------|---------------|
| 6   | To consider and approve the budget report of the Company for the year ending 31 December 2012.   | 2,196,498,622 | 100%     | 0           | 0%       | 2,196,498,622 |
| The resolution was duly passed as an ordinary resolution. |  |               |          |             |          |               |
| 7   | To consider and approve the re-appointment of Zhong lei Certified Public Accounts Co., Ltd. (中磊会计师事务所有限公司) and Ernst & Young as the Company's PRC auditors and overseas auditors, respectively, for the year 2012 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the president of the Company to determine their remunerations.   | 2,191,247,626 | 99.6326% | 8,081,000   | 0.3674%  | 2,199,328,626 |
| The resolution was duly passed as an ordinary resolution. |  |               |          |             |          |               |
| <b>As a special resolution</b>                            |  |               |          |             |          |               |
| 8   | To consider and approve the grant to the Board a general mandate to issue, allot and deal with additional domestic shares and H shares not exceeding 20% of the domestic shares and H shares of the Company respectively in issue, and to authorize the Board to make corresponding amendments to the articles of association of the Company as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to the mandate. | 1,904,009,396 | 86.5667% | 295,462,226 | 13.4333% | 2,199,471,622 |

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| The resolution was duly passed as a special resolution. |
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The full text of all resolutions is set out in the notice of the AGM dated 18 April 2012.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, in conjunction with Jia Yuan Law Offices, the Company's PRC legal advisers, acted as scrutineers for the vote-taking at the AGM.

## **II. DISTRIBUTION OF FINAL DIVIDEND**

Following the approval by the shareholders of the Company at the AGM, the Board is pleased to announce that details relating to payment of final dividend of the Company for the year ended 31 December 2011 to H share shareholders of the Company are as follows:

On Friday, 29 June 2012, the Company will distribute a final cash dividend of RMB0.058 per share (inclusive of tax) in an aggregate amount of approximately RMB187.83 million for the year ended 31 December 2011 to H share shareholders whose names appeared on the register of members of H shares of the Company on Friday, 15 June 2012.

According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends on H shares will be paid in Hong Kong dollars. The actual amount of H share dividends paid in Hong Kong dollars is calculated according to the average benchmark exchange rate of Renminbi against Hong Kong dollars as published by the People's Bank of China for the five business days preceding the date of AGM (i.e. RMB 0.815226 against HK\$1), being a final cash dividend of approximately HK\$0.071 per H share (tax inclusive).

## **III. WITHHOLDING AND PAYMENT OF INCOME TAX**

### **Withholding and Payment of Enterprise Income Tax for Non-resident Enterprise Shareholders**

According to the Circular on Questions Concerning Withholding and Remitting Enterprise Income Tax for Dividends Payable to Overseas Non-Resident Enterprise H-share Holders by Chinese Resident Enterprises (Guoshuihan [2008] No.897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) issued by the State Administration of Taxation, enterprise income tax at the rate of 10% shall be levied on dividends paid in or after 2008 by Chinese resident enterprises to overseas H-share shareholders that are non-resident enterprises. If any non-resident enterprise shareholders would like to apply for a refund of the additional amount of tax withheld and paid after receiving the dividend, the Company can assist the relevant shareholders to handle the application for the underlying preferential tax benefits pursuant to the tax treaties. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the enterprise income tax. If H Shareholders intend to change its shareholder status, please enquire about the relevant procedures with your agents or transferee agent. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant shareholders based on the register of members for H shares of the Company as at 15 June 2012.

## **Withholding and Payment of Individual Income Tax for Individual Foreign Shareholders**

According to the Circular on Questions Concerning Collection of Individual Income Tax after Revocation of Document Guoshuifa No. 045 [1993] by Chinese Resident Enterprises (Guoshuihan [2011] No.348) (《關於國稅發[1993]045 號文件廢止後有關個人所得稅征管理問題的通知》(國稅函[2011]348 號)) issued by the State Administration of Taxation, if the individual holders of the H shares who are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for dividend with China under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant shareholders at a rate of 10%. Should the individual holders of the H shares are residents of the countries which had an agreed tax rate of less than 10% with China under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant shareholders at a rate of 10%. In that case, if the relevant individual holders of the H shares wish to apply for a refund of the additional amount of tax withheld and paid, the Company assist the relevant H Shareholders to handle the application for the underlying preferential tax benefits pursuant to tax agreements. Should the individual holders of the H shares are residents of the countries which had an agreed tax rate of over 10% but less than 20% with China under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual holders of the H shares are residents of the countries which had an agreed tax rate of 20% with China, or which has not entered into any tax agreement with China, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

The Company shall take the registered address (hereby referred to as “registered address”) as recorded in the register of members on 15 June 2012 as the basis in determining the residence of the individual holders of the H shares.

The Company assumes no responsibility and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any dispute over the mechanism of withholding. Shareholders should consult their tax advisers regarding the PRC, Hong Kong and other tax implications of owning and disposing of the H shares of the Company.

By order of the Board of  
**China Suntien Green Energy Corporation Limited**  
**Zhao Hui**  
*Executive Director / Joint Company Secretary*

Shijiazhuang City, Hebei Province, the PRC, 4 June 2012

*As at the date of this announcement, the non-executive directors of the Company are Dr. Li Lian Ping, Mr. Zhao Hui Ning and Mr. Xiao Gang; the executive directors of the Company are Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Zhao Hui and Mr. Sun Xin Tian; and the independent non-executive directors of the Company are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.*

*\* for identification purpose only*